

STERICYCLE INC

Form 4

August 11, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schetz John P

(Last) (First) (Middle)

28161 N. KEITH DRIVE

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STERICYCLE INC [SRCL]

3. Date of Earliest Transaction
(Month/Day/Year)

08/07/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr Counsel M & A

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/07/2015		M		150	A	\$ 115.69 533
Common Stock	08/07/2015		S		150	D	\$ 142.3224 383
Common Stock	08/07/2015		M		150	A	\$ 115.69 533
Common Stock	08/07/2015		S		150	D	\$ 142.3224 383
Common Stock	08/07/2015		M		250	A	\$ 95.87 633

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Common Stock	08/07/2015	S	250	D	\$ 142.3224	383	D
Common Stock	08/07/2015	M	250	A	\$ 95.87	633	D
Common Stock	08/07/2015	S	250	D	\$ 142.3224	383	D
Common Stock	08/07/2015	M	350	A	\$ 86.24	733	D
Common Stock	08/07/2015	S	350	D	\$ 142.3224	383	D
Common Stock	08/07/2015	M	300	A	\$ 49.47	683	D
Common Stock	08/07/2015	S	300	D	\$ 142.3224	383	D
Common Stock	08/10/2015	M	79	A	\$ 95.87	462	D
Common Stock	08/10/2015	S	79	D	\$ 144.0701	383	D
Common Stock	08/10/2015	M	79	A	\$ 95.87	462	D
Common Stock	08/10/2015	S	79	D	\$ 144.0701	383	D
Common Stock	08/10/2015	M	3	A	\$ 86.24	386	D
Common Stock	08/10/2015	S	3	D	\$ 144.0701	383	D
Common Stock	08/10/2015	M	88	A	\$ 85	471	D
Common Stock	08/10/2015	S	88	D	\$ 144.0701	383	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Non-Qualified Stock Option (right to buy)	\$ 49.47	08/07/2015	M		(1)	06/08/2019	Common Stock	300
Non-Qualified Stock Option (right to buy)	\$ 85	08/10/2015	M		(1)	02/08/2021	Common Stock	88
Non-Qualified Stock Option (right to buy)	\$ 86.24	08/07/2015	M		(1)	02/13/2022	Common Stock	350
Non-Qualified Stock Option (right to buy)	\$ 86.24	08/10/2015	M		(1)	02/13/2022	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 95.87	08/07/2015	M		(1)	02/20/2023	Common Stock	250
Non-Qualified Stock Option (right to buy)	\$ 95.87	08/07/2015	M		(1)	02/20/2023	Common Stock	250
Non-Qualified Stock Option (right to buy)	\$ 95.87	08/10/2015	M		(1)	02/20/2023	Common Stock	79
Non-Qualified Stock Option (right to buy)	\$ 95.87	08/10/2015	M		(1)	02/20/2023	Common Stock	79
Non-Qualified Stock Option (right to buy)	\$ 115.69	08/07/2015	M		(1)	02/11/2022	Common Stock	150
Non-Qualified Stock Option (right to buy)	\$ 115.69	08/07/2015	M		(1)	02/11/2022	Common Stock	150

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schetz John P
28161 N. KEITH DRIVE
LAKE FOREST, IL 60045

Sr Counsel M & A

Signatures

John P Schetz

08/11/2015

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option vests in five equal annual installments on the anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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